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**重慶長安民生物流股份有限公司**

**Changan Minsheng APLL Logistics Co., Ltd. \***

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 8217)

## **NOTICE OF 2011 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 2011 second extraordinary general meeting ("EGM") of Changan Minsheng APLL Logistics Co., Ltd. (the "Company") will be held at the meeting room, No.561 Hongjin Road, Yubei District, Chongqing, the People's Republic of China, at 10:00 a.m. on 30 September 2011, to consider and approve (if thinks fit) the passing of following resolutions:

### **ORDINARY RESOLUTIONS**

1. To approve the appointment of the members of the third session of the Board of the Company (for biographies of candidates for directorship, please refer to note 9 to this notice)

1.1 To approve the appointment of Mr. Zhang Lungang as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the executive director service or employment contracts with Mr. Zhang Lungang on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

1.2 To approve the appointment of Mr. Gao Peizheng as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the executive director service or employment contracts with Mr. Gao Peizheng on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

1.3 To approve the appointment of Mr. Lu Xiaozhong as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the executive director service or employment contracts with Mr. Lu Xiaozhong on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

1.4 To approve the appointment of Mr. Zhu Minghui as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the executive director service or employment contracts with Mr. Zhu Minghui on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

1.5 To approve the appointment of Mr. William K Villalon as the executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the executive director service or employment contracts with Mr. William K Villalon on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

1.6 To approve the appointment of Mr. Lu Guoji as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Mr. Lu Guoji on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

1.7 To approve the appointment of Ms. Lau Man Yee, Venessa as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Ms. Lau Man Yee, Venessa on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

1.8 To approve the appointment of Mr. Li Ming as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Mr. Li Ming on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

1.9 To approve the appointment of Mr. Wu Xiaohua as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Mr. Wu Xiaohua on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

1.10 To approve the appointment of Mr. Zhou Zhengli as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Mr. Zhou Zhengli on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

1.11 To approve the appointment of Mr. Danny Goh Yan Nan as the non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the non-executive director service or employment contracts with Mr. Danny Goh Yan Nan on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

1.12 To approve the appointment of Mr. Peng Qifa as the independent non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the independent non-executive director service or employment contracts with Mr. Peng Qifa on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

1.13 To approve the appointment of Mr. Chong Teck Sin as the independent non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the independent non-executive director service or employment contracts with Mr. Chong Teck Sin on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

1.14 To approve the appointment of Mr. Poon Chiu Kwok as the independent non-executive director for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Board and to authorize the board of directors of the Company to fix the remuneration and to enter into the independent non-executive director service or employment contracts with Mr. Poon Chiu Kwok on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

2. To approve the appointment of the shareholder representative supervisors of the third session of the Supervisory Committee of the Company (for biographies of candidates for shareholder representative supervisors, please refer to note 10 to this notice).

2.1 To approve the appointment of Ms. Zhu Ying as the shareholder representative supervisor for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Supervisory Committee and to authorize the board of directors of the Company to fix the remuneration and to enter into the supervisor service or employment contracts with Ms. Zhu Ying on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

2.2 To approve the appointment of Ms. Zhang Tianming as the shareholder representative supervisor for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Supervisory Committee and to authorize the board of directors of the Company to fix the remuneration and to enter into the supervisor service or employment contracts with Ms. Zhang Tianming on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

2.3 To approve the appointment of Mr. Wu Jun as the shareholder representative supervisor for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Supervisory Committee and to authorize the board of directors of the Company to fix the remuneration and to enter into the supervisor service or employment contracts with Mr. Wu Jun on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters.

3. To authorize the board of directors of the Company to fix the remuneration and to enter into supervisor service or employment contracts with the two employees representative supervisors in position of representative for labor union (for a term commencing from the conclusion of the EGM until the expiry of the term of the third session of the Supervisory Committee) on and subject to such terms and conditions as the board of directors of the Company shall think fit and to do all such acts and things to give effect to such matters (for biographies of employees representative supervisors, please refer to note 10 to this notice).

By Order of the Board of Directors  
**Changan Minsheng APLL Logistics Co., Ltd.**  
*Chairman*  
**Zhang Lungang**

Chongqing, the PRC  
15 August 2011

**Notes:**

- (1) In order to determine the Shareholders who are entitled to attend and vote at the EGM, the Company's register will be closed from 31 August 2011 to 30 September 2011 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares who wish to be eligible for voting will have to return all their instruments of transfer together with the relevant Share certificates to Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 30 August 2011.

- (2) Shareholders who intend to attend the EGM will have to return the completed reply slip to the Company's H share registrar Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (in respect of H Shares) or the office of the Board of the Company at No. 561 Hongjin Road, Yuebei District, Chongqing, the PRC (postal code 401121) (in respect of domestic Shares, including non-H foreign Shares, same hereinafter) on or before 9 September 2011. The reply slip may be delivered by post, telegram or facsimile (Fax No. for H shareholders is (852) 2865 0990 or Fax No. for domestic shareholders is (8623) 89182265).
- (3) A shareholder who has the right to attend and vote at the EGM is entitled to appoint a proxy or proxies (whether or not a member) to attend and vote on his behalf (if only one proxy is appointed, when voting by show of hands and by poll; and if more than one proxy are appointed, then only when voting by poll). In the event more than one proxy is appointed, the instruments of appointment should indicate the class and number of Shares the proxies are representing.
- (4) Shareholders and their proxies should show their documents of identity when attending the EGM.
- (5) The instrument appointing a proxy must be made in writing under the hand of the appointor or his attorney duly notarized in writing. If the appointor is a legal person, the relevant instrument must bear the chop of the legal person, or submitted in person by a director or duly authorized person.
- (6) The instrument of appointment must be delivered to the Company's share registry Computershare Hong Kong Investor Services Limited (in respect of H Shares) or the office of the Board of the Company (in respect of domestic Shares) 24 hours before the commencement of the EGM.
- (7) After the completion and delivery of the form of proxy, a shareholder may still attend and vote at the EGM.
- (8) Shareholders attending the EGM will be responsible for their own traveling and accommodation expenses.
- (9) Biographies of the candidates for directors are set out in the Circular dated 15 August 2011.
- (10) Biographies of the candidates for shareholder representative supervisors and biographies of the employees representative supervisors are set out in the Circular dated 15 August 2011.

As at the date of this notice, the board of the Company comprises: (1) Mr. Zhang Lungang, Mr. Gao Peizheng, Mr. Lu Xiaozhong and Mr. William K Villalon as the Executive directors; (2) Mr. Lu Guoji, Ms. Lau Man Yee, Vanessa, Mr. Li Ming, Mr. Wu Xiaohua and Mr. Danny Goh Yan Nan as the Non-executive directors; (3) Ms. Wang Xu, Mr. Peng Qifa and Mr. Chong Teck Sin as the Independent non-executive directors.

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the pages of "Latest Company Announcements" on the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting.*

*\* For identification purpose only*